

# EXHIBIT A

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action, demand, proceeding made or brought against such party or on account of the investigation, defense or settlement thereof, arising in connection with your use of this Website.

**enforceability and governing law**

In the event that any of the terms or provisions of these Terms and Conditions shall be held by a court of competent jurisdiction to be unenforceable, then such terms or provisions shall be construed, as nearly as possible, to reflect the intentions of the parties with the other terms and provisions remaining in full force and effect.

Your access to and use of the Website, and these Terms and Conditions are governed and construed in accordance with the laws of the State of Colorado, without regard to its conflicts of law provisions. Any action against Gorsuch arising from or relating to your access to and use of the Website and the provisions of these Terms and Conditions must be brought by you exclusively in the state or federal courts located in Colorado. You consent to the exclusive personal jurisdiction and venue of the state and federal courts located within the State of Colorado for the adjudication of all claims by Gorsuch against you arising from or relating to your access to and use of the Website and the provisions of these Terms and Conditions.

Gorsuch's failure to exercise or enforce any right or provision of these Terms and Conditions shall not constitute a waiver of such right or provision unless acknowledged and agreed to by Gorsuch in writing. You acknowledge and agree that you will not seek to litigate any claims against Gorsuch or any of its affiliates on a class action or representative party basis and that you shall pursue such claims solely on an individual basis.

**your representations**

You represent that you are 18 years of age or older and that you are not under any legal or other disability which limits your ability to comply with these Terms and Conditions.